

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED<sup>2</sup>

FEB 13 2018

Missouri Public  
Service Commission

DERALD MORGAN, RICK AND CINDY )  
GRAVER, WILLIAM AND GLORIA PHIPPS, )  
and DAVID LOTT, )

Complainants, )

v. )

File No. WC-2017-0037

CARL RICHARD MILLS, )  
CARRIAGE OAKS ESTATES, )  
DISTINCTIVE DESIGNS, and )  
CARING AMERICANS TRUST )  
FOUNDATION, INC. (f/k/a Caring )  
Americans Foundation, Inc.), CARRIAGE )  
OAKS NOT-FOR-PROFIT WATER AND )  
SEWER CORPORATION )

Respondents. )

# Respondents' Exhibits for 2/6/2018 Hearing

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BY-LAWS

Missouri Public  
Service Commission

of

CARRIAGE OAKS ESTATES HOMEOWNERS ASSOCIATION  
a not for profit Missouri Corporation

ARTICLE I  
NAME AND LOCATION

The name of the Association is, Carriage Oaks Estates Homeowners Association hereinafter referred to as the "Association". The principle office of the Association shall be at the property in Stone County Missouri, but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

The terms shall be defined in accordance with the definitions contained in the Declaration of Restrictive Covenants and Easements of Carriage Oaks Estates, and any amendments thereto, herein called the "Declaration" and recorded in Stone County Missouri.

ARTICLE III  
MEMBERSHIP

Section 1. Membership: Membership shall be as set forth in the Articles of the Association and Declaration of Restrictive Covenants and Easements.

Section 2. Suspension of Membership. During any period in which a member shall be in default in the payment of any of such member's quarterly, semi annual or annual, or special assessment levied by the Association the members voting rights shall be suspended in accordance with the Declaration.

ARTICLE IV  
PROPERTY RIGHTS & RIGHTS OF ENJOYMENT

Each member shall be entitled to the use and enjoyment of the common areas and facilities as provided in the Declaration. Any member may assign his rights of enjoyment of the Common Area and facilities to the members of his family, his tenants or contract

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purchasers who reside on the property. Such member shall notify the secretary in writing of the names of such persons whose rights and privileges shall be subject to suspension to the same extent as those of the member.

## ARTICLE V BOARD OF DIRECTORS

Section 1. Selection and Term of Office. The first Board of Directors of the Association shall be Carl R. Mills as President and Treasurer, and Sharon L. Mills as Vice President and Secretary, and shall hold office until the first annual meeting of the members. At the first annual meeting of the members, the same or new directors shall be elected for a term of two (2) years each. Directors shall be elected by a majority vote of the members entitled to vote at such meeting. Each director shall hold office for the term for which he is elected or until his successor shall have been elected and qualified.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members. In the event of death, resignation or removal of a director by a majority vote of the members, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, as approved by the Board.

Section 4. Action Taken without Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VI POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to;

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provision of these By-Laws, the Articles of the Association or the Declaration .

(c) Employ a manager, independent contractors, or such other employees, agents, attorneys, accountants, and other professionals as they deem necessary, and to prescribe their duties.

(d) Suspend the voting rights during any period in which the member is in default in the payment of any assessment levied by the Association, these rights may be suspended for an indefinite period of time.

(e) Discharge any amount necessary to waive any mechanic's lien or other encumbrance levied against the entire Property or any part thereof which may in the opinion of the Board of Directors constitute a lien against the Property or against the Common Elements, rather than merely against the interests therein of a particular Lot Owner. Where one or more Lot Owners are responsible for the existence of such lien, they shall be jointly and severally liable for the cost of waving it and any costs incurred by the Board of Directors by reason of said lien or liens shall be specially assessed to said Lot Owners.

(f) Serve upon ten (10) days notice and payment of a reasonable fee as designated by the Board of Directors, said Board shall furnish to a Lot Owner a statement of his account setting forth the amount of any unpaid assessment or other charges due and owing from such Owner.

(g) Enforce the Declaration, any and all restrictions governing the Property and to take any and all necessary steps to secure the enforcement and compliance of the same.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a record of all its acts and affairs.

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) As more fully provided herein and in the Declaration:

(1) To fix the amount of the quarterly, semi annual or annual assessment in accordance with the Declaration against each Lot at least thirty (30) days in advance of each assessment period, and

(2) To send written notice of any change in assessment to every owner subject thereto at least thirty (30) days in advance of each assessment period.

(d) Procure and maintain adequate liability insurance, as the Directors deem necessary or appropriate.

(e) Issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether any assessment has been paid, A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of the payment of any assessment herein stated to have been paid.

(f) Cause the Common Areas, Utilities, roads and gates to be maintained.

## ARTICLE VII COMMITTEES

Section 1. Committees. In addition to the foregoing, the Board of Directors shall appoint committees as deemed appropriate in carrying out its purposes.

## ARTICLE VIII MEETINGS OF MEMBERS

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors and a secretary and a treasurer, and such other officers as the Board may from time to time by resolution determine.

Section 2. Election of Officers. The election of officers shall be made by a majority vote of the Board of Directors.

Section 3. Term. The officers of this Association shall be elected every (2) years by the Board and each shall hold office for two (2) years unless he/she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by a majority vote of the directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of president, vice-president, secretary and treasurer may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors, and shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice president. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board, and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

#### ARTICLE VIII ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association assessments and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

#### ARTICLE X BOOKS AND RECORDS


The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of the Association and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association; a copy shall be provided initially for the owners of each Lot, and additional copies shall be made available for purchase by members at reasonable cost.

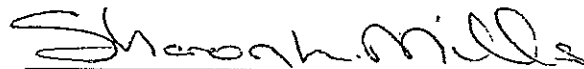
#### ARTICLE XI AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Board of Directors by a vote of a majority of the directors who are present at such meeting.

Section 2. In the case of any conflict between the Articles of the Association and these By-Laws, the Articles shall control; and in the case of conflict between the Declaration and either, the Articles of the Association and these By-Laws the Declaration shall control.

APPROVED AND ADOPTED, this 20 day of October 1999.

  
Carl R. Mills President & Treasurer

  
Sharon L. Mills Vice President &  
Secretary

Being all the Directors of the Association